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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
ABE AND IDA COOPER FOUNDATION

A Employer identification number
36-3219529

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 48

Room/suite

B Telephone number (see instructions)
(847) 971-5004

City or town, state or province, country, and ZIP or foreign postal code
GLENCOE, IL 60022

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 25,168,934

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	53	53		
	4	Dividends and interest from securities	559,521	559,521		
	5a	Gross rents	123,891	123,891		
	b	Net rental income or (loss) 123,891				
	6a	Net gain or (loss) from sale of assets not on line 10	676,785			
	b	Gross sales price for all assets on line 6a 4,526,760				
	7	Capital gain net income (from Part IV, line 2)		676,785		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,360,250	1,360,250		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	50,000	50,000		
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	171	171		
	b	Accounting fees (attach schedule)	17,000	17,000		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	87,445	2,445		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	114,948	114,933		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	269,564	184,549		0
	25	Contributions, gifts, grants paid	1,169,200			1,169,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,438,764	184,549		1,169,200
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-78,514			
	b	**Net investment income** (if negative, enter -0-)		1,175,701		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing	436,118	679,816	679,816
2	Savings and temporary cash investments			
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)	20,045,408	19,723,196	23,857,576
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 208,000			
	Less accumulated depreciation (attach schedule) ▶	208,000	208,000	631,542
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	20,689,526	20,611,012	25,168,934
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	113,709	113,709	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	20,575,817	20,497,303	
30	**Total net assets or fund balances** (see page 17 of the instructions)	20,689,526	20,611,012	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	20,689,526	20,611,012	

Part III **Analysis of Changes in Net Assets or Fund Balances**

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,689,526
2	Enter amount from Part I, line 27a	2	-78,514
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,611,012
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,611,012

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	676,785
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	296,486

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	151,250	18,075,429	0 008368
2011	91,250	920,258	0 099157
2010	88,738	113,908	0 779032
2009	72,488	100,669	0 720063
2008	76,701	98,719	0 776963

2	**Total** of line 1, column (d)	2	2 383583
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 476717
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	23,277,692
5	Multiply line 4 by line 3	5	11,096,871
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,757
7	Add lines 5 and 6	7	11,108,628
8	Enter qualifying distributions from Part XII, line 4	8	1,169,200

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	23,514
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	23,514
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	23,514
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a — 30,136		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	30,136
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,622
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 6,622 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶ARTHUR CALLISTEIN Telephone no ▶(847) 971-5004

Located at ▶PO BOX 48 GLENCOE IL ZIP+4 ▶60022

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
ARTHUR CALLISTEIN PO BOX 48 GLENCOE, IL 60022	PRESIDENT 10 00	40,000	0	0
BARTHOLOMEW O'TOOLE 950 N MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR 1 00	5,000	0	0
FERN CALLISTEIN PO BOX 48 GLENCOE, IL 60022	DIRECTOR 1 00	5,000	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
HARRIS ASSOCIATES 2 N LASALLE ST 500 CHICAGO,IL 60602	INVEST MGMT FEE	94,950
Total number of others receiving over $50,000 for professional services. . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	22,359,766
b	Average of monthly cash balances	1b	640,867
c	Fair market value of all other assets (see instructions)	1c	631,542
d	**Total** (add lines 1a, b, and c)	1d	23,632,175
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	23,632,175
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	354,483
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,277,692
6	**Minimum investment return.** Enter 5% of line 5	6	1,163,885

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,163,885
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,514		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	23,514
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,140,371
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,140,371
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	1,140,371

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,169,200
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,169,200
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,169,200

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,140,371
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			365,724	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,169,200				
a Applied to 2012, but not more than line 2a			365,724	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				803,476
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				336,895
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶☑ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ **3a**				1,169,200
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	53	
4 Dividends and interest from securities. . . .			14	559,521	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			34	123,891	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			33	676,785	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,360,250	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,360,250

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-05-20 | ******

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed	PTIN
MINDY SMILEY		2014-05-20	☑	P00442459
Firm's name ▶ MINDY SMILEY CPA LLC			Firm's EIN ▶	
Firm's address ▶ 724 PRAIRIE AVE WILMETTE, IL 600912534			Phone no (847)920-5734	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
368 SHS DIEGO PLC SPON ADR NEW	D	2011-04-23	2013-07-24
124SHS KRAFT FOODS GROUP INC-W/I	P	2013-01-07	2013-11-22
75SHS KINDER MORGAN INC	P	2012-10-16	2013-10-04
50SHS CAPITAL ONE FINANCIAL CORP	P	2013-04-03	2013-09-18
100SHS KINDER MORGAN INC	P	2012-10-16	2013-09-18
25SHS SAFEWAY INC	P	2013-03-26	2013-06-13
100SHS US BANCORP	P	2013-02-06	2013-05-14
50SHS HARRIS CORP	P	2013-01-07	2013-03-22
119 418SHS AB DISCOVERY VALUE FUND C	P	2012-03-30	2013-03-06
100SHS BB&T CORP	P	2012-09-18	2013-02-05
50SHS UNITED TECHNOLOGIES CORP	P	2012-08-03	2013-01-10
10SHS BIOGEN IDEC INC	P	2012-06-04	2013-11-26
75SHS KINDER MORGAN INC	P	2012-10-16	2013-10-21
20SHS PRECISION CASTPARTS CORP	P	2012-07-02	2013-09-18
50SHS COMCAST CORP-CLASS A	P	2012-03-30	2013-09-18
40SHS UNION PACIFIC CORP	P	2012-03-30	2013-09-18
25SHS NATIONAL - OILWELL INC	P	2012-03-30	2013-07-29
650SHS MICRON TECHNOLOGY INC	P	2012-03-30	2013-05-24
15SHS VISA INC - CLASS A SHRS	P	2012-03-30	2013-05-01
8,000 SHS GENERAL DYNAMICS CORP	D	2011-04-23	2013-07-24
50SHS HALLIBURTON CO	P	2013-08-23	2013-11-21
15SHS CELGENE CORP	P	2013-03-25	2013-09-30
25SHS CHUBB CORP	P	2013-03-25	2013-09-18
100SHS FIDELITY NATIONAL FINANCIAL I	P	2012-09-25	2013-09-18
300SHS SAFEWAY INC	P	2013-03-25	2013-06-13
175SHS US BANCORP	P	2012-08-14	2013-05-14
75SHS HARRIS CORP	P	2012-10-01	2013-03-22
75SHS LORILLARD INC	P	2012-03-30	2013-03-05
175SHS BB&T CORP	P	2012-09-13	2013-02-05
30SHS INTL BUSINESS MACHINES CORP	P	2012-03-30	2013-01-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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93SHS KRAFT FOODS GROUP INC-W/I	P	2012-10-05	2013-11-22
75SHS EBAY INC	P	2012-08-24	2013-10-16
41SHS KRAFT FOODS GROUP INC-W/I	P	2012-06-21	2013-09-18
50SHS DANAHER CORP	P	2012-03-30	2013-09-18
75SHS WAL-MART STORES INC	P	2012-03-30	2013-09-18
75SHS HARLEY DAVIDSON INC	P	2012-05-14	2013-07-25
5SHS SHERWIN-WILLIAMS CO/THE	P	2012-03-30	2013-05-21
175SHS INTUIT INC	P	2012-03-30	2013-04-25
5,200 SHS TOYOTA MOTOR CO	P	2012-07-20	2013-07-08
55SHS GOLDMAN SACHS GROUP INC	P	2013-01-09	2013-11-19
225SHS DISCOVER FINANCIAL SERVICES	P	2012-11-30	2013-09-26
50SHS ILLINOIS TOOL WORKS	P	2013-03-18	2013-09-18
50SHS MEDTRONIC INC	P	2012-09-24	2013-09-18
25SHS IDEXX LABS CORP	P	2013-02-08	2013-06-12
50SHS ALTRIA GROUP INC	P	2012-06-21	2013-05-06
50SHS ULTA SALON COSMETICS & FRAGRAN	P	2012-12-14	2013-03-21
100SHS DIRECTV	P	2012-11-09	2013-02-25
325SHS ASTRAZENECA PLC-SPONS ADR	P	2012-03-30	2013-02-05
200SHS ALTRIA GROUP INC	P	2012-03-30	2013-01-09
8SHS KRAFT FOODS GROUP INC-W/I	P	2012-08-29	2013-11-22
50SHS COGNIZANT TECH SOLUTIONS-A	P	2012-05-10	2013-10-15
50SHS JOHNSON & JOHNSON	P	2012-06-11	2013-09-18
150SHS DELTA AIR LINES INC	P	2012-03-30	2013-09-18
100SHS WELLPOINT INC	P	2012-03-30	2013-09-18
50SHS CITRIX SYSTEMS INC	P	2012-05-08	2013-07-19
50SHS PHILIP MORRIS INTERNATIONAL	P	2012-03-30	2013-05-16
51 42SHS OVERLAY B PORTFOLIO CLASS 2	P	2012-03-30	2013-04-25
420 238 SHS FIRST EAGLE GLOBAL FUND	P	2012-12-17	2013-09-18
2SHS PRICELINE COM INC	P	2013-04-10	2013-11-15
50SHS STERICYCLE INC	P	2013-02-27	2013-09-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
25SHS STERICYCLE INC	P	2013-02-27	2013-09-18
75SHS TJX COMPANIES INC	P	2012-09-21	2013-09-18
25SHS IDEXX LABS CORP	P	2012-09-24	2013-06-12
11SHS CST BRANDS INC	P	2013-02-14	2013-05-03
50SHS DIAMOND OFFSHORE DRILLING	P	2012-11-09	2013-03-21
500SHS BP PLC-SPONS ADR	P	2012-03-30	2013-02-19
50SHS MCKESSON CORP	P	2012-03-30	2013-02-04
25SHS LORILLARD INC	P	2012-03-30	2013-01-09
10SHS AMAZON COM INC	P	2012-11-14	2013-11-21
100SHS MACY'S INC	P	2012-07-12	2013-10-14
20SHS BIOGEN IDEC INC	P	2012-06-04	2013-09-18
50SHS EATON CORP PLC	P	2012-03-30	2013-09-18
100SHS WELLS FARGO & COMPANY	P	2012-03-30	2013-09-18
25SHS TIME WARNER CABLE	P	2012-03-30	2013-07-19
75SHS TYSON FOODS INC-CL A	P	2012-05-08	2013-05-15
75SHS TIBCO SOFTWARE INC	P	2012-03-30	2013-04-25
236 369 SHS FIRST EAGLE GLOBAL FUND	D	2011-12-13	2013-09-18
50SHS CITRIX SYSTEMS INC	P	2012-11-28	2013-11-14
25SHS MONSANTO CO	P	2013-02-25	2013-09-20
50SHS MONSANTO CO	P	2013-02-25	2013-09-18
175SHS EXXON MOBIL CORP	P	2013-03-11	2013-09-12
50SHS F5 NETWORKS INC	P	2013-01-31	2013-06-11
30SHS CST BRANDS INC	P	2013-01-24	2013-05-03
75SHS LORILLARD INC	P	2012-06-05	2013-03-21
250SHS MGM RESORTS INTERNATIONAL	P	2012-03-30	2013-02-19
150SHS NV ENERGY INC	P	2012-09-28	2013-02-01
25SHS SHERWIN-WILLIAMS CO/THE	P	2012-03-30	2013-01-09
50SHS VIACOM INC-CLASS B	P	2012-03-30	2013-11-20
25SHS COGNIZANT TECH SOLUTIONS-A	P	2012-05-10	2013-10-14
7SHS CHIPOTLE MEXICAN GRILL-CL A	P	2012-05-22	2013-09-18

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(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
5SHS GOOGLE INC-CL A	P	2012-03-30	2013-09-18
50SHS THE WALT DISNEY CO	P	2012-03-30	2013-09-10
50SHS TIME WARNER CABLE	P	2012-03-30	2013-07-19
75SHS UNITEDHEALTH GROUP INC	P	2012-03-30	2013-05-15
11659 631SHS AB BOND INFLATION STRAT	P	2012-03-30	2013-04-22
9,257 094 SHS FIRST EAGL GLOBAL FUND	D		
175SHS CAMPBELL SOUP CO	P	2013-04-03	2013-10-24
25SHS OCCIDENTAL PETROLEUM CORP	P	2013-09-13	2013-09-18
75SHS AMDOCS LTD	P	2013-02-13	2013-09-18
25SHS MONSANTO CO	P	2013-02-25	2013-08-28
125SHS ALTRIA GROUP INC	P	2012-06-21	2013-06-06
75SHS INTUIT INC	P	2013-02-06	2013-04-25
50SHS AMGEN INC	P	2012-03-30	2013-03-21
350SHS MGM RESORTS INTERNATIONAL	P	2012-03-30	2013-02-15
400SHS NV ENERGY INC	P	2012-07-13	2013-02-01
15SHS VISA INC - CLASS A SHRS	P	2012-03-30	2013-01-09
75SHS KINDER MORGAN INC	P	2012-11-12	2013-11-19
125SHS DELTA AIR LINES INC	P	2012-03-30	2013-10-11
1036 4SHS AB DISCOVERY GROWTH FND CL	P	2012-03-30	2013-09-18
200SHS HEWLETT-PACKARD CO	P	2012-03-30	2013-09-18
50SHS NOBLE ENERGY INC	P	2012-03-30	2013-09-09
100SHS EXXON MOBIL CORP	P	2012-07-12	2013-07-16
175SHS US BANCORP	P	2012-03-30	2013-05-14
26933 148SHS BERNSTEIN INTER DURATI	P	2012-03-30	2013-04-22
10SHS WW GRAINGER INC	P	2013-03-22	2013-12-20
350SHS EMC CORP/MASS	P	2013-08-27	2013-10-23
100SHS EMC CORP/MASS	P	2013-07-26	2013-09-18
75SHS VALERO ENERGY CORP	P	2013-01-24	2013-09-18
175SHS GAMESTOP CORP-CLASS A	P	2013-02-06	2013-08-26
25SHS EVEREST RE GROUP LTD	P	2012-12-28	2013-05-24

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
100SHS TIBCO SOFTWARE INC	P	2012-08-02	2013-04-25
50SHS CITIGROUP INC	P	2012-03-30	2013-03-21
75SHS MARSH & MCLENNAN COS INC	P	2013-01-08	2013-02-12
75SHS TIBCO SOFTWARE INC	P	2012-03-30	2013-02-01
100SHS UNITEDHEALTH GROUP INC	P	2012-03-30	2013-01-08
125SHS CISCO SYSTEMS INC	P	2012-07-12	2013-11-18
125SHS DELTA AIR LINES INC	P	2012-03-30	2013-10-10
344 359SHS AB DISCOVERY VALUE FUND C	P	2012-03-30	2013-09-18
50SHS HOME DEPOT INC	P	2012-03-30	2013-09-18
30SHS BIOGEN IDEC INC	P	2012-06-04	2013-09-05
25SHS EXXON MOBIL CORP	P	2012-03-30	2013-07-16
50SHS JPMORGAN CHASE & CO	P	2012-03-30	2013-05-13
39589 35SHS OVERLAY B PORTFOLIO CLAS	P	2012-03-30	2013-04-22
25SHS JM SMUCKER CO/THE	P	2013-02-27	2013-12-20
300SHS EMC CORP/MASS	P	2013-07-26	2013-10-23
50SHS CBS CORP-CLASS B NON VOTING	P	2013-06-20	2013-09-18
20SHS GOLDMAN SACHS GROUP INC	P	2013-01-09	2013-09-18
100SHS DIAMOND OFFSHORE DRILLING	P	2012-11-12	2013-08-19
10SHS SHERWIN-WILLIAMS CO/THE	P	2012-08-29	2013-05-21
25SHS IDEXX LABS CORP	P	2012-09-24	2013-04-23
200SHS CITIGROUP INC	P	2012-03-30	2013-03-21
150SHS MARSH & MCLENNAN COS INC	P	2012-12-24	2013-02-12
150SHS TIBCO SOFTWARE INC	P	2012-03-30	2013-02-01
50SHS BP PLC-SPONS ADR	P	2012-03-30	2013-01-07
50SHS CITRIX SYSTEMS INC	P	2012-10-11	2013-11-14
30SHS EOG RESOURCES INC	P	2012-03-30	2013-10-04
10SHS APPLE INC	P	2012-03-30	2013-09-18
15SHS INTL BUSINESS MACHINES CORP	P	2012-03-30	2013-09-18
25SHS CHEVRON CORP	P	2012-03-30	2013-08-23
550SHS GENERAL ELECTRIC CO	P	2012-03-30	2013-07-16

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150SHS KROGER CO	P	2012-03-30	2013-05-07
50SHS EXXON MOBIL CORP	P	2012-03-30	2013-04-11
25SHS JM SMUCKER CO/THE	P	2013-01-24	2013-12-20
50SHS PETSMART	P	2013-02-28	2013-10-23
100SHS ELECTRONIC ARTS INC	P	2013-06-03	2013-09-18
25SHS EVEREST RE GROUP LTD	P	2012-12-28	2013-09-18
75SHS DIAMOND OFFSHORE DRILLING	P	2012-11-09	2013-08-19
125SHS TYSON FOODS INC-CL A	P	2012-09-20	2013-05-20
25SHS IDEXX LABS CORP	P	2012-08-08	2013-04-23
150SHS LORILLARD INC	P	2012-03-30	2013-03-21
125SHS ASTRAZENECA PLC-SPONS ADR	P	2012-03-30	2013-02-12
60 263SHS OVERLAY B PORTFOLIO CLASS	P	2012-03-30	2013-01-30
100SHS PFIZER INC	P	2012-03-30	2013-01-07
50SHS CITRIX SYSTEMS INC	P	2012-06-04	2013-11-14
75SHS MICROSOFT CORP	P	2012-09-12	2013-09-18
25SHS BERKSHIRE HATHAWAY INC-CL B	P	2012-03-30	2013-09-18
125SHS KROGER CO	P	2012-03-30	2013-09-18
850SHS APPLIED MATERIALS INC	P	2012-03-30	2013-08-16
100SHS HARLEY DAVIDSON INC	P	2012-05-14	2013-07-05
250SHS ALTRIA GROUP INC	P	2012-03-30	2013-05-06
25SHS NOBLE ENERGY INC	P	2012-03-30	2013-04-11
25SHS JM SMUCKER CO/THE	P	2013-01-10	2013-12-20
25SHS PETSMART	P	2012-12-26	2013-10-23
25SHS BOEING CO/THE	P	2013-05-07	2013-09-18
50SHS PETSMART	P	2012-12-26	2013-09-18
25SHS STERICYCLE INC	P	2013-02-27	2013-07-26
75SHS JM SMUCKER CO/THE	P	2013-01-07	2013-05-17
15SHS LINKEDIN CORP - A	P	2012-11-09	2013-04-19
45SHS SHERWIN-WILLIAMS CO/THE	P	2012-03-30	2013-03-21
50SHS HARRIS CORP	P	2012-10-01	2013-02-08

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50SHS CITRIX SYSTEMS INC	P	2012-05-08	2013-01-24
5SHS INTL BUSINESS MACHINES CORP	P	2012-08-28	2013-12-16
150SHS WELLPOINT INC	P	2012-03-30	2013-11-12
30SHS INTERCONTINENTALEXCHANGE INC	P	2012-08-30	2013-09-18
4070 596SHS BERNSTEIN INTER DURATIO	P	2012-03-30	2013-09-18
15204 301SHS OVERLAY B PORTFOLIO CLA	P	2012-03-30	2013-09-18
50SHS JPMORGAN CHASE & CO	P	2012-03-30	2013-08-16
50SHS STARBUCKS CORP	P	2012-03-30	2013-06-25
250SHS APPLIED MATERIALS INC	P	2012-03-30	2013-05-03
300SHS MICRON TECHNOLOGY INC	P	2012-03-30	2013-04-08
25SHS JM SMUCKER CO/THE	P	2013-01-07	2013-12-20
75SHS KINDER MORGAN INC	P	2012-10-31	2013-10-21
75SHS ALLERGAN INC	P	2013-05-01	2013-09-18
400SHS BANK OF AMERICA CORP	P	2012-12-12	2013-09-18
50SHS VERTEX PHARMACEUTICALS INC	P	2012-11-05	2013-07-19
125SHS MEDTRONIC INC	P	2012-09-24	2013-05-17
150SHS ASTRAZENECA PLC-SPONS ADR	P	2012-06-05	2013-04-05
75SHS MCKESSON CORP	P	2012-03-30	2013-03-19
7SHS CHIPOTLE MEXICAN GRILL-CL A	P	2012-05-22	2013-02-07
300SHS DELTA AIR LINES INC	P	2012-03-30	2013-01-23
150SHS CISCO SYSTEMS INC	P	2012-08-02	2013-12-16
75SHS CIT GROUP INC	P	2012-03-30	2013-11-11
9SHS KRAFT FOODS GROUP INC-W/I	P	2012-08-29	2013-09-18
6365 325SHS BERNSTEIN INTERNATIONAL	P	2012-03-30	2013-09-18
200SHS PFIZER INC	P	2012-03-30	2013-09-18
50SHS TIME WARNER CABLE	P	2012-03-30	2013-08-15
10SHS APPLE INC	P	2012-03-30	2013-06-17
200SHS PFIZER INC	P	2012-03-30	2013-05-03
5SHS GOOGLE INC-CL A	P	2012-03-30	2013-04-04
15SHS INTUITIVE SURGICAL INC	P	2013-07-19	2013-12-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50SHS BOEING CO/THE	P	2013-05-07	2013-10-18
75SHS AMERICAN INTERNATIONAL GROUP	P	2013-04-26	2013-09-18
50SHS DISCOVER FINANCIAL SERVICES	P	2012-11-30	2013-09-18
25SHS EXXON MOBIL CORP	P	2012-08-27	2013-07-16
75SHS MICROSOFT CORP	P	2012-09-12	2013-05-17
50SHS IDEXX LABS CORP	P	2012-08-08	2013-04-01
25SHS F5 NETWORKS INC	P	2012-03-30	2013-03-14
75SHS UNITEDHEALTH GROUP INC	P	2012-03-30	2013-02-07
50SHS PARTNERRE LTD	P	2012-11-13	2013-01-22
150SHS CISCO SYSTEMS INC	P	2012-07-12	2013-12-16
50SHS LYONDELLBASELL INDU-CL A	P	2012-03-30	2013-11-01
25SHS PHILIP MORRIS INTERNATIONAL	P	2012-08-29	2013-09-18
15SHS CHEVRON CORP	P	2012-03-30	2013-09-18
25SHS PHILIP MORRIS INTERNATIONAL	P	2012-03-30	2013-09-18
15SHS PRECISION CASTPARTS CORP	P	2012-07-02	2013-08-09
50SHS F5 NETWORKS INC	P	2012-03-30	2013-06-11
75SHS EATON CORP PLC	P	2012-03-30	2013-05-01
100SHS HEWLETT-PACKARD CO	P	2012-03-30	2013-04-03
5SHS INTUITIVE SURGICAL INC	P	2013-04-26	2013-12-06
15SHS AFFILIATED MANAGERS GROUP INC	P	2012-12-10	2013-10-16
3940 182SHS OVERLAY A PORTFOLIO CLAS	P	2013-04-22	2013-09-18
15SHS AMAZON COM INC	P	2012-11-14	2013-09-18
50SHS FISERV INC	P	2013-05-22	2013-07-11
75SHS MERCK & CO INC	P	2012-08-06	2013-05-17
50SHS BECTON DICKINSON & CO	P	2012-03-30	2013-03-28
500SHS MGM RESORTS INTERNATIONAL	P	2012-03-30	2013-03-14
50SHS PROCTER & GAMBLE CO	P	2012-10-31	2013-02-06
25SHS LIBERTY SPINCO INC-A- W/I	P	2012-10-24	2013-01-16
25SHS INTL BUSINESS MACHINES CORP	P	2012-03-30	2013-12-16
52 754SHS OVERLAY B PORTFOLIO CLASS	P	2012-03-30	2013-10-25

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
10SHS CHEVRON CORP	P	2012-08-28	2013-09-18
175SHS CISCO SYSTEMS INC	P	2012-03-30	2013-09-18
75SHS SCHLUMBERGER LTD	P	2012-03-30	2013-09-18
20SHS EOG RESOURCES INC	P	2012-03-30	2013-08-02
150SHS KROGER CO	P	2012-03-30	2013-06-07
50SHS NATIONAL - OILWELL INC	P	2012-03-30	2013-05-01
0SHS CST BRANDS INC	P	2001-01-01	2013-05-10
6SHS INTUITIVE SURGICAL INC	P	2013-04-22	2013-12-06
225SHS ABERCROMBIE & FITCH CO-CL A	P	2013-08-01	2013-10-15
3SHS PRICELINE COM INC	P	2013-04-10	2013-09-18
10SHS INTUITIVE SURGICAL INC	P	2012-11-14	2013-09-18
50SHS FISERV INC	P	2013-01-07	2013-07-11
30SHS PRECISION CASTPARTS CORP	P	2012-07-02	2013-05-17
150SHS TYSON FOODS INC-CL A	P	2012-05-08	2013-03-26
125SHS COACH INC	P	2012-03-30	2013-03-07
75SHS AT&T INC	P	2012-03-30	2013-02-06
75SHS STARZ-LIBERTY CAPITAL	P	2012-10-24	2013-01-16
14SHS INTUITIVE SURGICAL INC	P	2012-11-14	2013-12-06
250SHS FIDELITY NATIONAL FINANCIAL I	P	2012-09-25	2013-10-24
75SHS VERIZON COMMUNICATIONS INC	P	2012-07-18	2013-09-18
125SHS CIT GROUP INC	P	2012-03-30	2013-09-18
50SHS THE WALT DISNEY CO	P	2012-03-30	2013-09-18
48 251SHS OVERLAY B PORTFOLIO CLASS	P	2012-03-30	2013-07-31
275SHS AMETEK INC	P	2012-03-30	2013-06-06
50SHS SCHLUMBERGER LTD	P	2012-03-30	2013-05-01
50SHS O'REILLY AUTOMOTIVE INC	P	2013-10-23	2013-11-25
10SHS LINKEDIN CORP - A	P	2012-11-09	2013-10-10
75SHS CAMPBELL SOUP CO	P	2013-04-03	2013-09-18
300SHS FORD MOTOR CO	P	2012-10-25	2013-09-18
75SHS FISERV INC	P	2012-12-27	2013-07-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
50SHS TYSON FOODS INC-CL A	P	2012-09-20	2013-05-15
25SHS TYSON FOODS INC-CL A	P	2012-05-08	2013-03-26
25SHS ULTA SALON COSMETICS & FRAGRAN	P	2012-12-14	2013-03-06
25SHS EXXON MOBIL CORP	P	2012-03-30	2013-02-06
50SHS UNITED TECHNOLOGIES CORP	P	2012-09-07	2013-01-10
150SHS WELLPOINT INC	P	2012-03-30	2013-12-04
25SHS MCDONALD'S CORP	P	2012-03-30	2013-10-23
50SHS MACY'S INC	P	2012-07-12	2013-09-18
75SHS CITIGROUP INC	P	2012-03-30	2013-09-18
50SHS TIME WARNER INC	P	2012-03-30	2013-09-18
50SHS NATIONAL - OILWELL INC	P	2012-05-14	2013-07-29
50SHS NATIONAL - OILWELL INC	P	2012-03-30	2013-06-05
75SHS UNITEDHEALTH GROUP INC	P	2012-03-30	2013-05-01

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
45,461		29,208	16,253
6,537		5,676	861
2,662		2,661	1
3,472		2,709	763
3,608		3,548	60
628		651	-23
3,378		3,353	25
2,200		2,508	-308
2,300		2,102	198
3,100		3,346	-246
4,235		3,842	393
2,898		1,298	1,600
2,655		2,661	-6
4,736		3,316	1,420
2,217		1,494	723
6,366		4,329	2,037
1,773		1,991	-218
7,458		5,356	2,102
2,508		1,776	732
689,554		578,940	110,614
2,684		2,428	256
2,323		1,696	627
2,225		2,168	57
2,604		2,124	480
7,534		7,789	-255
5,912		5,809	103
3,300		3,813	-513
2,889		3,261	-372
5,426		5,821	-395
5,760		6,272	-512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,902		4,422	480
4,027		3,541	486
2,273		1,689	584
3,514		2,786	728
5,731		4,599	1,132
4,237		3,580	657
951		549	402
9,974		10,515	-541
646,997		392,025	254,972
9,203		7,350	1,853
11,573		9,354	2,219
3,800		3,104	696
2,700		2,173	527
2,138		2,346	-208
1,807		1,698	109
3,887		4,736	-849
4,864		4,907	-43
15,603		14,512	1,091
6,387		6,171	216
422		339	83
4,363		3,023	1,340
4,470		3,138	1,332
3,512		1,474	2,038
8,457		7,399	1,058
3,250		4,062	-812
4,797		4,430	367
574		565	9
22,882		20,155	2,727
2,270		1,437	833
5,718		4,803	915

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
2,929		2,402	527
4,245		3,388	857
2,138		2,494	-356
327		408	-81
3,418		3,258	160
20,752		22,327	-1,575
5,136		4,408	728
2,874		3,261	-387
3,660		2,244	1,416
4,255		3,277	978
4,897		2,596	2,301
3,466		2,469	997
4,353		3,404	949
2,917		2,031	886
1,877		1,431	446
1,427		2,286	-859
12,870		10,516	2,354
2,797		2,983	-186
2,654		2,478	176
5,364		4,957	407
15,421		15,602	-181
3,810		5,247	-1,437
892		906	-14
2,986		2,997	-11
3,201		3,425	-224
2,846		2,705	141
4,056		2,743	1,313
3,976		2,378	1,598
2,194		1,512	682
2,984		2,817	167

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
4,476		3,239	1,237
3,130		2,176	954
5,834		4,061	1,773
4,618		4,422	196
132,570		128,023	4,547
500,611		442,858	57,753
7,481		7,953	-472
2,302		2,276	26
2,781		2,710	71
2,419		2,478	-59
4,456		4,246	210
4,275		4,705	-430
4,701		3,397	1,304
4,515		4,795	-280
7,588		7,199	389
2,420		1,776	644
2,652		2,443	209
3,051		1,228	1,823
10,250		7,763	2,487
4,362		4,766	-404
3,195		2,462	733
9,307		8,397	910
5,912		5,524	388
437,125		428,506	8,619
2,484		2,241	243
8,229		9,096	-867
2,698		2,642	56
2,629		2,608	21
9,216		4,369	4,847
3,163		2,734	429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,903		2,678	-775
2,300		1,829	471
2,660		2,625	35
1,784		2,286	-502
5,177		5,896	-719
2,669		2,009	660
3,068		1,228	1,840
7,600		6,061	1,539
3,851		2,513	1,338
6,815		3,894	2,921
2,327		2,164	163
2,475		2,292	183
438,650		435,087	3,563
2,560		2,358	202
7,054		7,926	-872
2,833		2,368	465
3,356		2,673	683
6,568		6,408	160
1,903		1,446	457
2,173		2,494	-321
9,198		7,316	1,882
5,320		5,223	97
3,568		4,572	-1,004
2,170		2,233	-63
2,797		3,369	-572
5,201		3,318	1,883
4,626		6,019	-1,393
2,909		3,136	-227
2,974		2,674	300
12,915		11,046	1,869

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,222		3,639	1,583
4,434		4,328	106
2,560		2,253	307
3,638		3,227	411
2,684		2,282	402
3,520		2,734	786
4,926		4,886	40
3,119		2,072	1,047
2,173		2,239	-66
5,972		6,522	-550
5,904		5,582	322
654		662	-8
2,595		2,268	327
2,797		3,507	-710
2,481		2,318	163
2,909		2,031	878
5,043		3,032	2,011
13,451		10,627	2,824
5,522		4,773	749
9,034		7,713	1,321
2,931		2,462	469
2,560		2,246	314
1,819		1,713	106
2,974		2,366	608
3,673		3,427	246
2,902		2,402	500
7,672		6,715	957
2,639		1,476	1,163
7,619		4,937	2,682
2,333		2,542	-209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
3,466		4,062	-596
873		977	-104
13,134		11,099	2,035
5,447		4,065	1,382
62,850		64,763	-1,913
169,680		167,095	2,585
2,676		2,292	384
3,244		2,794	450
3,723		3,125	598
2,785		2,472	313
2,560		2,238	322
2,655		2,601	54
6,656		7,466	-810
5,873		4,246	1,627
4,423		2,304	2,119
6,193		5,431	762
7,551		5,979	1,572
7,936		6,611	1,325
2,214		2,817	-603
4,164		2,947	1,217
3,062		2,353	709
3,630		3,066	564
499		382	117
102,800		88,414	14,386
5,824		4,537	1,287
5,571		4,061	1,510
4,337		6,019	-1,682
5,794		4,537	1,257
3,970		3,239	731
5,653		5,672	-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
6,098		4,731	1,367
3,797		3,075	722
2,637		2,079	558
2,327		2,197	130
2,576		2,318	258
4,539		4,478	61
2,290		3,380	-1,090
4,275		4,422	-147
4,242		3,957	285
3,062		2,411	651
3,699		2,105	1,594
2,241		2,270	-29
1,887		1,604	283
2,241		2,215	26
3,290		2,487	803
3,810		6,760	-2,950
4,466		3,703	763
2,197		2,383	-186
1,884		2,433	-549
2,845		1,920	925
47,755		44,090	3,665
4,645		3,366	1,279
4,552		4,480	72
3,415		3,341	74
4,754		3,896	858
6,653		6,850	-197
3,773		3,459	314
2,741		2,478	263
4,367		5,227	-860
597		580	17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,258		1,125	133
4,310		3,698	612
6,649		5,264	1,385
3,040		2,212	828
5,107		3,639	1,468
3,251		3,982	-731
21			21
2,261		2,861	-600
7,686		11,519	-3,833
2,961		2,156	805
3,730		5,303	-1,573
4,552		4,055	497
6,360		4,974	1,386
3,626		2,863	763
6,082		9,720	-3,638
2,652		2,346	306
1,180		961	219
5,276		7,424	-2,148
6,788		5,309	1,479
3,642		3,437	205
6,245		5,110	1,135
3,360		2,177	1,183
534		530	4
11,724		8,950	2,774
3,684		3,509	175
6,253		6,684	-431
2,260		984	1,276
3,178		3,408	-230
5,275		3,113	2,162
6,828		5,900	928

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,252		829	423
604		477	127
2,277		2,368	-91
2,242		2,164	78
4,235		3,969	266
13,733		11,098	2,635
2,355		2,452	-97
2,264		1,639	625
3,886		2,744	1,142
3,167		1,902	1,265
3,547		3,364	183
3,463		3,982	-519
4,461		4,422	39

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			16,253
			861
			1
			763
			60
			-23
			25
			-308
			198
			-246
			393
			1,600
			-6
			1,420
			723
			2,037
			-218
			2,102
			732
			110,614
			256
			627
			57
			480
			-255
			103
			-513
			-372
			-395
			-512

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			480
			486
			584
			728
			1,132
			657
			402
			-541
			254,972
			1,853
			2,219
			696
			527
			-208
			109
			-849
			-43
			1,091
			216
			83
			1,340
			1,332
			2,038
			1,058
			-812
			367
			9
			2,727
			833
			915

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			527
			857
			-356
			-81
			160
			-1,575
			728
			-387
			1,416
			978
			2,301
			997
			949
			886
			446
			-859
			2,354
			-186
			176
			407
			-181
			-1,437
			-14
			-11
			-224
			141
			1,313
			1,598
			682
			167

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,237
			954
			1,773
			196
			4,547
			57,753
			-472
			26
			71
			-59
			210
			-430
			1,304
			-280
			389
			644
			209
			1,823
			2,487
			-404
			733
			910
			388
			8,619
			243
			-867
			56
			21
			4,847
			429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-775
			471
			35
			-502
			-719
			660
			1,840
			1,539
			1,338
			2,921
			163
			183
			3,563
			202
			-872
			465
			683
			160
			457
			-321
			1,882
			97
			-1,004
			-63
			-572
			1,883
			-1,393
			-227
			300
			1,869

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			1,583
			106
			307
			411
			402
			786
			40
			1,047
			-66
			-550
			322
			-8
			327
			-710
			163
			878
			2,011
			2,824
			749
			1,321
			469
			314
			106
			608
			246
			500
			957
			1,163
			2,682
			-209

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-596
			-104
			2,035
			1,382
			-1,913
			2,585
			384
			450
			598
			313
			322
			54
			-810
			1,627
			2,119
			762
			1,572
			1,325
			-603
			1,217
			709
			564
			117
			14,386
			1,287
			1,510
			-1,682
			1,257
			731
			-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,367
			722
			558
			130
			258
			61
			-1,090
			-147
			285
			651
			1,594
			-29
			283
			26
			803
			-2,950
			763
			-186
			-549
			925
			3,665
			1,279
			72
			74
			858
			-197
			314
			263
			-860
			17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			133
			612
			1,385
			828
			1,468
			-731
			21
			-600
			-3,833
			805
			-1,573
			497
			1,386
			763
			-3,638
			306
			219
			-2,148
			1,479
			205
			1,135
			1,183
			4
			2,774
			175
			-431
			1,276
			-230
			2,162
			928

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			423
			127
			-91
			78
			266
			2,635
			-97
			625
			1,142
			1,265
			183
			-519
			39

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AMERICAN SOC YAD VASHEM 500 FIFTH AVE 42ND FL NEW YORK, NY 10110	N/A	501(C)(3)	UNRESTRICTED	2,500
ANTI-DEFAMATION LEAGUE 120 S LASALLE ST CHICAGO, IL 60603	N/A	501(C)(3)	UNRESTRICTED	2,500
CARLETON COLLEGE ONE NORTH COLLEGE ST NORTHFIELD, MN 55057	N/A	501(C)(3)	UNRESTRICTED	1,000,000
CHICAGO FOOD DEPOSITORY 4100 W 42ND PLACE CHICAGO, IL 60632	N/A	501(C)(3)	UNRESTRICTED	2,500
CHICAGO HOUSE 1925 N CLYBOURN CHICAGO, IL 60614	N/A	501(C)(3)	UNRESTRICTED	1,000
CHICAGO LIGHTHOUSE FOR THE BLIND 1850 W ROOSEVELT RD CHICAGO, IL 60608	N/A	501(C)(3)	UNRESTRICTED	1,500
CULVER EDUC FOUNDATION 1300 ACADEMY RD CULVER, IN 46511	N/A	501(C)(3)	UNRESTRICTED	10,000
HOUSING OPTIONS 1132 FLORENCE AVE EVANSTON, IL 60202	N/A	501(C)(3)	UNRESTRICTED	2,000
ILLINOIS HOLOCAUST MUSEUM 9603 WOODS DRIVE SKOKIE, IL 60077	N/A	501(C)(3)	UNRESTRICTED	34,000
JEWISH UNITED FUND 30 SOUTH WELLS ST CHICAGO, IL 60606	N/A	501(C)(3)	UNRESTRICTED	65,000
LES TURNER ALS FOUNDATION 900 N MICHIGAN AVENUE CHICAGO, IL 60611	N/A	501(C)(3)	UNRESTRICTED	2,000
PLANNED PARENTHOOD OF IL 18 S MICHIGAN AVE 6TH FL CHICAGO, IL 60603	N/A	501(C)(3)	UNRESTRICTED	31,700
PORCHLIGHT MUSIC THEATER 4200 W DIVERSEY AVE CHICAGO, IL 60639	N/A	501(C)(3)	UNRESTRICTED	1,000
THE ARK 6450 N CALIFORNIA AVE CHICAGO, IL 60645	N/A	501(C)(3)	UNRSTRICTED	2,500
TIMELINE THEATRE COMPANY 615 W WELLINGTON AVE CHICAGO, IL 60657	N/A	501(C)(3)	UNRESTRICTED	1,000
Total . . . . ▶ **3a**				1,169,200

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
US HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PL WASHINGTON, DC 20024	N/A	501(C)(3)	UNRESTRICTED	10,000
Total . . . . ▶ **3a**				1,169,200

TY 2013 Accounting Fees Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP, FINANCIAL/TAX PLANNING	17,000	17,000		

TY 2013 Compensation Explanation

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Person Name	Explanation
ARTHUR CALLISTEIN	
BARTHOLOMEW O'TOOLE	
FERN CALLISTEIN	

TY 2013 Investments Corporate Stock Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BERNSTEIN-SEE ATTACHED	10,083,961	10,218,178
ISRAEL 8TH INFRASTRUCTURE	134,903	145,384
HARRIS ASSOCIATES-SEE ATTACHED	9,501,623	13,491,305
DIVIDEND RECEIVABLE	2,709	2,709

TY 2013 Land, Etc. Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
ROCKFORD BUILDING	208,000		208,000	631,542

TY 2013 Legal Fees Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	171	171		

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TY 2013 Other Expenses Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ILLINOIS CHARITY BUREAU FEES	15			
IL SECRETARY STATE-ANNUAL REP	10	10		
BERNSTEIN INVESTMENT FEES	18,598	18,598		
INSURANCE EXPENSE	1,236	1,236		
BANK SERVICE CHARGES	139	139		
HARRIS ASSOC INVEST FEES	94,950	94,950		

TY 2013 Taxes Schedule

Name: ABE AND IDA COOPER FOUNDATION

EIN: 36-3219529

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAX	85,000			
FOREIGN TAXES WITHHELD	2,445	2,445		

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

This report contains data for all accounts that were open as of the period ending date you selected accounts 039-67060, 039-70754, 039-70755, 079-58412, 888-66967, 888-68066, and 888-68069 (comprised of accounts 039-66701, 039-70763, and 039-70764)

Managed Assets

Cash Balances

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Cash										
CASH										
59,182 4	CASH		$1 00	$1 00	$59,182	$59,182	$47	0 1%	0 6%	100 0%
TOTAL Cash					**$59,182**	**$59,182**	**$47**	**0.1%**	**0.6%**	**100.0%**
TOTAL Cash Balances					**$59,182**	**$59,182**	**$47**	**0.1%**	**0.6%**	**100.0%**

Fixed Income

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
81,600 59	AB BOND INFLATION STRATEGY CLASS 2	ABNTX	$10 98	$10 57	$895,977	$862,518	$8,323	1 0%	8 4%	19 7%
TAXABLE FUND										
228,506 831	BERNSTEIN INTER DURATION INSTITUTIONAL PORTFOLIO	SIIDX	$15 92	$15 35	$3,637,532	$3,507,580 AI $2,709	$107,181	2 7%	34 1%	80 3%
TOTAL Mutual Funds					**$4,533,509**	**$4,372,807**	**$115,504**	**2.4%**	**42.5%**	**100.0%**
TOTAL Fixed Income					**$4,533,509**	**$4,372,807**	**$115,504**	**2.4%**	**42.5%**	**100.0%**

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Real Asset Securities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
19,147 763	AB REAL ASSET STRATEGY CLASS 1	AMTOX	$10 84	$10 81	$207,644	$206,987	$0	0 0%	2 0%	100 0%
TOTAL Mutual Funds					**$207,644**	**$206,987**	**$0**	**0.0%**	**2.0%**	**100.0%**
TOTAL Real Asset Securities					**$207,644**	**$206,987**	**$0**	**0.0%**	**2.0%**	**100.0%**

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Capital Equipment										
AEROSPACE-DEFENSE										
125	BOEING CO/THE	BA	$96 29	$136 49	$12,036	$17,061	$365	2 1%	0 2%	0 7%
60	PRECISION CASTPARTS CORP	PCP	$170 10	$269 30	$10,206	$16,158	$7	0 0%	0 2%	0 7%
Total					$22,242	$33,219	$372	1 1%	0 3%	1 4%
DEFENSE										
75	RAYTHEON COMPANY	RTN	$77 52	$90 70	$5,814	$6,803	$165	2 4%	0 1%	0 3%
ELECTRICAL EQUIPMENT										
55	WW GRAINGER INC	GWW	$231 36	$255 42	$12,725	$14,048	$205	1 5%	0 1%	0 6%
MACHINERY										
100	EATON CORP PLC	ETN	$45 74	$76 12	$4,574	$7,612	$0	0 0%	0 1%	0 3%
MISC CAPITAL GOODS										
325	DANAHER CORP	DHR	$58 65	$77 20	$19,063	$25,090	$33	0 1%	0 2%	1 1%
200	ILLINOIS TOOL WORKS	ITW	$63 73	$84 08	$12,747	$16,816	$336	2 0%	0 2%	0 7%
125	PARKER HANNIFIN CORP	PH	$109 03	$128 64	$13,629	$16,080	$225	1 4%	0 2%	0 7%
50	POLARIS INDUSTRIES INC	PII	$128 10	$145 64	$6,405	$7,282	$84	1 2%	0 1%	0 3%

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					$51,843	$65,268	$678	1 0%	0 6%	2 8%
TOTAL Capital Equipment					**$97,198**	**$126,950**	**$1,419**	**1.1%**	**1.2%**	**5.5%**
Consumer Cyclicals										
AUTOS & AUTO PARTS OEMS										
1,000	FORD MOTOR CO	F	$11 20	$15 43	$11,197	$15,430	$400	2 6%	0 2%	0 7%
225	GENERAL MOTORS CO	GM	$37 90	$40 87	$8,527	$9,196	$0	0 0%	0 1%	0 4%
Total					$19,724	$24,626	$400	1 6%	0 2%	1 1%
RETAILERS										
35	AMAZON COM INC	AMZN	$231 01	$398 79	$8,085	$13,958	$0	0 0%	0 1%	0 6%
150	COSTCO WHOLESALE CORP	COST	$115 61	$119 01	$17,342	$17,852	$186	1 0%	0 2%	0 8%
175	CVS/CAREMARK CORP	CVS	$65 99	$71 57	$11,549	$12,525	$193	1 5%	0 1%	0 5%
200	EBAY INC	EBAY	$50 95	$54 89	$10,190	$10,978	$0	0 0%	0 1%	0 5%
225	HOME DEPOT INC	HD	$56 28	$82 34	$12,663	$18,527	$351	1 9%	0 2%	0 8%
475	KROGER CO	KR	$23 42	$39 53	$11,123	$18,777	$314	1 7%	0 2%	0 8%
200	MACY'S INC	M	$32 77	$53 40	$6,554	$10,680	$200	1 9%	0 1%	0 5%
325	TJX COMPANIES INC	TJX	$45 47	$63 73	$14,777	$20,712	$189	0 9%	0 2%	0 9%
175	WAL-MART STORES INC	WMT	$65 93	$78 69	$11,538	$13,771	$329	2 4%	0 1%	0 6%
Total					$103,824	$137,778	$1,761	1 3%	1 3%	6 0%
TEXTILES/SHOES - APPAREL MFG										
175	NIKE INC -CL B	NKE	$75 46	$78 64	$13,205	$13,762	$168	1 2%	0 1%	0 6%
TOYS										
500	ELECTRONIC ARTS INC	EA	$24 56	$22 94	$12,281	$11,470	$0	0 0%	0 1%	0 5%
125	HASBRO INC	HAS	$53 09	$55 01	$6,636	$6,876	$200	2 9%	0 1%	0 3%
Total					$18,917	$18,346	$200	1 1%	0 2%	0 8%
TOTAL Consumer Cyclicals					**$155,670**	**$194,512**	**$2,529**	**1.3%**	**1.9%**	**8.4%**
Consumer Growth										

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
DRUGS										
65	BIOGEN IDEC INC	BIIB	$129 81	$279 75	$8,437	$18,184	$0	0 0%	0 2%	0 8%
60	CELGENE CORP	CELG	$123 38	$168 96	$7,403	$10,138	$0	0 0%	0 1%	0 4%
200	GILEAD SCIENCES INC	GILD	$51 84	$75 15	$10,369	$15,030	$0	0 0%	0 1%	0 7%
125	MERCK & CO INC	MRK	$44 63	$50 05	$5,578	$6,256	$220	3 5%	0 1%	0 3%
1,200	PFIZER INC	PFE	$23 79	$30 63	$28,551	$36,756	$1,248	3 4%	0 4%	1 6%
50	VERTEX PHARMACEUTICALS INC	VRTX	$46 07	$74 30	$2,304	$3,715	$0	0 0%	0 0%	0 2%
Total					$62,642	$90,079	$1,468	1 6%	0 9%	3 9%
ENTERTAINMENT										
275	CBS CORP-CLASS B NON VOTING	CBS	$48 37	$63 74	$13,302	$17,529	$132	0 8%	0 2%	0 8%
200	TIME WARNER INC	TWX	$39 60	$69 72	$7,921	$13,944	$230	1 7%	0 1%	0 6%
175	VIACOM INC-CLASS B	VIAB	$47 55	$87 34	$8,322	$15,285	$210	1 4%	0 1%	0 7%
200	WALT DISNEY CO/THE	DIS	$44 53	$76 40	$8,906	$15,280	$172	1 1%	0 1%	0 7%
Total					$38,450	$62,037	$744	1 2%	0 6%	2 7%
HOSPITAL SUPPLIES										
150	ALLERGAN INC	AGN	$99 98	$111 08	$14,998	$16,662	$30	0 2%	0 2%	0 7%
125	BECTON DICKINSON & CO	BDX	$78 99	$110 49	$9,873	$13,811	$273	2 0%	0 1%	0 6%
225	JOHNSON & JOHNSON	JNJ	$64 75	$91 59	$14,570	$20,608	$594	2 9%	0 2%	0 9%
275	MEDTRONIC INC	MDT	$47 81	$57 39	$13,149	$15,782	$308	2 0%	0 2%	0 7%
Total					$52,589	$66,863	$1,205	1 8%	0 7%	2 9%
LEISURE TIME										
325	REGAL ENTERTAINMENT GROUP-A	RGC	$18 95	$19 45	$6,158	$6,321	$273	4 3%	0 1%	0 3%
OTHER MEDICAL										
200	PATTERSON COS INC	PDCO	$38 03	$41 20	$7,606	$8,240	$128	1 6%	0 1%	0 4%
PUBLISHING										
25	GOOGLE INC-CL A	GOOG	$652 15	$1,120 71	$16,304	$28,018	$0	0 0%	0 3%	1 2%
PUBLISHING - NEWSPAPERS										

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
325	GANNETT CO	GCI	$26 41	$29 58	$8,582	$9,614	$260	2 7%	0 1%	0 4%
RADIO - TV BROADCASTING										
150	AMERICAN TOWER CORP	AMT	$76 28	$79 82	$11,442	$11,973	$174	1 5%	0 1%	0 5%
275	COMCAST CORP-CLASS A	CMCSA	$34 57	$51 97	$9,507	$14,290	$215	1 5%	0 1%	0 6%
Total					$20,949	$26,263	$389	1 5%	0 3%	1 1%
TOTAL Consumer Growth					**$213,280**	**$297,435**	**$4,466**	**1.5%**	**2.9%**	**12.9%**
Consumer Staples										
BEVERAGES - SOFT, LITE & HARD										
75	PEPSICO INC	PEP	$81 45	$82 94	$6,109	$6,221	$170	2 7%	0 1%	0 3%
FOODS										
500	CONAGRA FOODS INC	CAG	$31 04	$33 70	$15,520	$16,850	$500	3 0%	0 2%	0 7%
RESTAURANTS										
16	CHIPOTLE MEXICAN GRILL-CL A	CMG	$328 70	$532 78	$5,259	$8,524	$0	0 0%	0 1%	0 4%
75	MCDONALD'S CORP	MCD	$95 90	$97 03	$7,193	$7,277	$243	3 3%	0 1%	0 3%
200	STARBUCKS CORP	SBUX	$54 92	$78 39	$10,984	$15,678	$208	1 3%	0 2%	0 7%
Total					$23,435	$31,480	$451	1 4%	0 3%	1 4%
RETAIL STORES - FOOD										
225	MEAD JOHNSON NUTRITION CO	MJN	$83 24	$83 76	$18,730	$18,846	$306	1 6%	0 2%	0 8%
TOBACCO										
225	ALTRIA GROUP INC	MO	$32 66	$38 39	$7,347	$8,638	$432	5 0%	0 1%	0 4%
150	PHILIP MORRIS INTERNATIONAL	PM	$88 70	$87 13	$13,305	$13,070	$564	4 3%	0 1%	0 6%
150	REYNOLDS AMERICAN INC	RAI	$43 30	$49 99	$6,496	$7,499	$378	5 0%	0 1%	0 3%
Total					$27,148	$29,206	$1,374	4 7%	0 3%	1 3%
TOTAL Consumer Staples					**$90,942**	**$102,602**	**$2,801**	**2.7%**	**1.0%**	**4.4%**
Emerging Markets Mutual Funds										
EMERGING MARKETS FUND										

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
7,219 852	BERNSTEIN EMERGING MARKETS PORTFOLIO	SNEMX	$28 48	$27 35	$205,632	$197,463	$2,144	1 1%	1 9%	8 6%
TOTAL Emerging Markets Mutual Funds					**$205,632**	**$197,463**	**$2,144**	**1.1%**	**1.9%**	**8.6%**
Energy										
OIL - CRUDE PRODUCTS										
200	NOBLE ENERGY INC	NBL	$51 05	$68 11	$10,210	$13,622	$112	0 8%	0 1%	0 6%
OIL WELL EQUIPMENT & SERVICES										
150	HALLIBURTON CO	HAL	$48 56	$50 75	$7,284	$7,613	$90	1 2%	0 1%	0 3%
200	MARATHON PETROLEUM CORP	MPC	$86 86	$91 73	$17,373	$18,346	$336	1 8%	0 2%	0 8%
275	SCHLUMBERGER LTD	SLB	$78 48	$90 11	$21,583	$24,780	$344	1 4%	0 2%	1 1%
Total					$46,240	$50,739	$770	1 5%	0 5%	2 2%
OILS - INTEGRATED DOMESTIC										
225	HESS CORP	HES	$81 93	$83 00	$18,435	$18,675	$225	1 2%	0 2%	0 8%
200	OCCIDENTAL PETROLEUM CORP	OXY	$91 03	$95 10	$18,206	$19,020	$512	2 7%	0 2%	0 8%
300	VALERO ENERGY CORP	VLO	$37 55	$50 40	$11,266	$15,120	$270	1 8%	0 1%	0 7%
Total					$47,907	$52,815	$1,007	1 9%	0 5%	2 3%
OILS - INTEGRATED INTERNATIONAL										
50	CHEVRON CORP	CVX	$112 45	$124 91	$5,623	$6,246	$200	3 2%	0 1%	0 3%
TOTAL Energy					**$109,980**	**$123,421**	**$2,089**	**1.7%**	**1.2%**	**5.3%**
Financial										
BANKS - NYC										
225	CIT GROUP INC	CIT	$40 88	$52 13	$9,197	$11,729	$90	0 8%	0 1%	0 5%
475	CITIGROUP INC	C	$35 46	$52 11	$16,844	$24,752	$19	0 1%	0 2%	1 1%
200	JPMORGAN CHASE & CO	JPM	$48 79	$58 48	$9,759	$11,696	$304	2 6%	0 1%	0 5%
Total					$35,800	$48,178	$413	0 9%	0 5%	2 1%
FINANCE - PERSONAL LOANS										
225	AMERICAN EXPRESS CO	AXP	$73 94	$90 73	$16,637	$20,414	$207	1 0%	0 2%	0 9%

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
200	CAPITAL ONE FINANCIAL CORP	COF	$54 18	$76 61	$10,835	$15,322	$240	1 6%	0 1%	0 7%
Total					$27,472	$35,736	$447	1 3%	0 3%	1 5%
LIFE INSURANCE										
75	ASSURANT INC	AIZ	$64 62	$66 37	$4,846	$4,978	$75	1 5%	0 0%	0 2%
75	EVEREST RE GROUP LTD	RE	$124 63	$155 87	$9,347	$11,690	$144	1 2%	0 1%	0 5%
600	GENWORTH FINANCIAL INC-CL A	GNW	$12 28	$15 53	$7,369	$9,318	$0	0 0%	0 1%	0 4%
350	LINCOLN NATIONAL CORP	LNC	$45 45	$51 62	$15,906	$18,067	$224	1 2%	0 2%	0 8%
Total					$37,469	$44,053	$443	1 0%	0 4%	1 9%
MAJOR REGIONAL BANKS										
1,400	BANK OF AMERICA CORP	BAC	$11 36	$15 57	$15,900	$21,798	$56	0 3%	0 2%	0 9%
600	WELLS FARGO & COMPANY	WFC	$34 12	$45 40	$20,471	$27,240	$720	2 6%	0 3%	1 2%
Total					$36,370	$49,038	$776	1 6%	0 5%	2 1%
MISC FINANCIAL										
35	AFFILIATED MANAGERS GROUP INC	AMG	$139 43	$216 88	$4,880	$7,591	$0	0 0%	0 1%	0 3%
75	BERKSHIRE HATHAWAY INC-CL B	BRK/B	$82 58	$118 56	$6,193	$8,892	$0	0 0%	0 1%	0 4%
95	VISA INC - CLASS A SHRS	V	$123 61	$222 68	$11,743	$21,155	$152	0 7%	0 2%	0 9%
Total					$22,816	$37,637	$152	0 4%	0 4%	1 6%
MULTI-LINE INSURANCE										
450	AMERICAN INTERNATIONAL GROUP	AIG	$44 07	$51 05	$19,833	$22,973	$180	0 8%	0 2%	1 0%
150	HEALTH NET INC	HNT	$39 82	$29 67	$5,974	$4,451	$0	0 0%	0 0%	0 2%
Total					$25,806	$27,423	$180	0 7%	0 3%	1 2%
PROPERTY - CASUALTY INSURANCE										
150	AON PLC	AON	$75 24	$83 89	$11,286	$12,584	$0	0 0%	0 1%	0 5%
125	CHUBB CORP	CB	$86 94	$96 63	$10,868	$12,079	$220	1 8%	0 1%	0 5%
100	PARTNERRE LTD	PRE	$84 52	$105 43	$8,452	$10,543	$240	2 3%	0 1%	0 5%

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					$30,605	$35,205	$460	1 3%	0 3%	1 5%
TOTAL Financial					**$216,339**	**$277,270**	**$2,871**	**1.0%**	**2.7%**	**12.0%**
Industrial Resources										
CHEMICALS										
175	LYONDELLBASELL INDU-CL A	LYB	$46 77	$80 28	$8,185	$14,049	$18	0 1%	0 1%	0 6%
FERTILIZERS										
100	MONSANTO CO	MON	$101 27	$116 55	$10,127	$11,655	$172	1 5%	0 1%	0 5%
MISC INDUSTRIAL COMMODITIES										
95	INTERCONTINENTALEXCHANGE GROUP	ICE	$132 18	$224 92	$12,557	$21,367	$247	1 2%	0 2%	0 9%
TOTAL Industrial Resources					**$30,869**	**$47,071**	**$437**	**0.9%**	**0.5%**	**2.0%**
International Equity Mutual Funds										
INTERNATIONAL EQUITY FUND										
37,258 983	BERNSTEIN INTERNATIONAL PORTFOLIO	SIMTX	$13 97	$16 34	$520,511	$608,812	$10,321	1 7%	5 9%	26 4%
TOTAL International Equity Mutual Funds					**$520,511**	**$608,812**	**$10,321**	**1.7%**	**5.9%**	**26.4%**
Miscellaneous										
MISCELLANEOUS										
100	VERISK ANALYTICS INC-CL A	VRSK	$64 72	$65 72	$6,472	$6,572	$0	0 0%	0 1%	0 3%
TOTAL Miscellaneous					**$6,472**	**$6,572**	**$0**	**0.0%**	**0.1%**	**0.3%**
Mutual Funds										
MUTUAL FUNDS										
3,659 194	AB DISCOVERY GROWTH FND CL ADV	CHCYX	$7 49	$9 83	$27,407	$35,970	$0	0 0%	0 3%	1 6%
1,642 636	AB DISCOVERY VALUE FUND CL ADV	ABYSX	$17 60	$21 72	$28,904	$35,678	$0	0 0%	0 3%	1 5%
Total					$56,311	$71,648	$0	0 0%	0 7%	3 1%

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
TOTAL Mutual Funds					**$56,311**	**$71,648**	**$0**	**0.0%**	**0.7%**	**3.1%**
Non-Financial										
HOME BUILDING										
600	PULTE GROUP INC	PHM	$16 39	$20 37	$9,833	$12,222	$120	1 0%	0 1%	0 5%
MISC BUILDING										
65	SHERWIN-WILLIAMS CO/THE	SHW	$167 21	$183 50	$10,869	$11,928	$130	1 1%	0 1%	0 5%
TOTAL Non-Financial					**$20,702**	**$24,150**	**$250**	**1.0%**	**0.2%**	**1.0%**
Services										
AIR FREIGHT										
50	FEDEX CORP	FDX	$135 85	$143 77	$6,793	$7,189	$30	0 4%	0 1%	0 3%
RAILROADS										
115	UNION PACIFIC CORP	UNP	$125 05	$168 00	$14,381	$19,320	$363	1 9%	0 2%	0 8%
TOTAL Services					**$21,173**	**$26,509**	**$393**	**1.5%**	**0.3%**	**1.1%**
Technology										
COMPUTER SERVICES/SOFTWARE										
175	ANSYS INC	ANSS	$64 73	$87 20	$11,327	$15,260	$0	0 0%	0 1%	0 7%
225	COGNIZANT TECH SOLUTIONS-A	CTSH	$63 81	$100 98	$14,356	$22,721	$0	0 0%	0 2%	1 0%
275	FIDELITY NATIONAL INFORMATION	FIS	$33 13	$53 68	$9,110	$14,762	$242	1 6%	0 1%	0 6%
25	LINKEDIN CORP - A	LNKD	$98 39	$216 83	$2,460	$5,421	$0	0 0%	0 1%	0 2%
275	MICROSOFT CORP	MSFT	$30 89	$37 43	$8,496	$10,293	$308	3 0%	0 1%	0 4%
14	PRICELINE COM INC	PCLN	$744 77	$1,162 40	$10,427	$16,274	$0	0 0%	0 2%	0 7%
Total					$56,175	$84,730	$550	0 6%	0 8%	3 7%
COMPUTERS										
65	APPLE INC	AAPL	$592 31	$561 11	$38,500	$36,472	$793	2 2%	0 4%	1 6%
800	HEWLETT-PACKARD CO	HPQ	$23 83	$27 98	$19,064	$22,384	$465	2 1%	0 2%	1 0%
60	INTL BUSINESS MACHINES CORP	IBM	$205 61	$187 57	$12,337	$11,254	$228	2 0%	0 1%	0 5%

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Equities

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Total					$69,901	$70,110	$1,486	2 1%	0 7%	3 0%
TELECOMMUNICATION										
375	AMDOCS LTD	DOX	$36 84	$41 24	$13,817	$15,465	$0	0 0%	0 2%	0 7%
TOTAL Technology					**$139,893**	**$170,305**	**$2,036**	**1.2%**	**1.7%**	**7.4%**
Utilities										
GAS DISTRIBUTORS										
200	KINDER MORGAN INC	KMI	$38 99	$36 00	$7,798	$7,200	$328	4 6%	0 1%	0 3%
TELEPHONE										
200	AT&T INC	T	$31 28	$35 16	$6,256	$7,032	$368	5 2%	0 1%	0 3%
250	VERIZON COMMUNICATIONS INC	VZ	$46 54	$49 14	$11,635	$12,285	$530	4 3%	0 1%	0 5%
Total					$17,891	$19,317	$898	4 6%	0 2%	0 8%
UTILITY										
50	LIBERTY MEDIA CORP	LMCA	$99 10	$146 45	$4,955	$7,323	$0	0 0%	0 1%	0 3%
TOTAL Utilities					**$30,644**	**$33,840**	**$1,226**	**3.6%**	**0.3%**	**1.5%**
					$1,771 AI					
TOTAL Equities					**$1,915,616**	**$2,308,559**	**$32,981**	**1.4%**	**22.5%**	**100.0%**

Alternative Investments

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Alternative Investments										
ALTERNATIVE INVESTMENTS										
363,062 55	AB SECURITIZED ASSETS FUND (CAYMAN) L P CL F/A CLASS F	AA94995	$1 03	$1 00	$375,004	$363,063	$0	0 0%	3 5%	100 0%
TOTAL Alternative Investments					**$375,004**	**$363,063**	**$0**	**0.0%**	**3.5%**	**100.0%**

BERNSTEIN
Global Wealth Management

Portfolio Holdings and Valuation

Relationship ABE AND IDA COOPER FOUNDATION
As of December 31, 2013

Alternative Investments

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
TOTAL Alternative Investments					**$375,004**	**$363,063**	**$0**	**0.0%**	**3.5%**	**100.0%**

Dynamic Asset Allocation Overlay

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
Mutual Funds										
MUTUAL FUNDS										
29,322 947	OVERLAY A PORTFOLIO CLASS 2	SAOTX	$11 20	$12 49	$328,531	$366,244	$5,806	1 6%	3 6%	12 4%
249,399 872	OVERLAY B PORTFOLIO CLASS 2	SBOTX	$10 92	$10 42	$2,723,655	$2,598,747	$79,559	3 1%	25 3%	87 6%
Total					$3,052,187	$2,964,990	$85,365	2 9%	28 8%	100 0%
TOTAL Mutual Funds					**$3,052,187**	**$2,964,990**	**$85,365**	**2.9%**	**28.8%**	**100.0%**
TOTAL Dynamic Asset Allocation Overlay					**$3,052,187**	**$2,964,990**	**$85,365**	**2.9%**	**28.8%**	**100.0%**

NET PORTFOLIO VALUE

Quantity	Holding	Ticker	Avg. Unit Cost	Market Price	Total Cost	Market Value	Est. Annual Income	Yield	% of Portfolio	% of Asset Class
NET PORTFOLIO VALUE					**$10,143,143**	**$10,277,360**	**$233,898**	**2.2%**		
LESS CASH					(59,182)	(59,182)				
NET BERNSTEIN OTHER INVESTMENTS					$10,083,961	$10,218,178				

Abe & Ida Cooper Foundation
Harris Cost Basis & FMV
12/31/13

Date	# shs	Name	12/31/2012 Cost Basis	12/31/2013 Cost Basis	12/31/2013 FMV
9/19/2012	40,000.000	Applied Materials Inc	459,742.00	459,742.00	707,200.00
5/11/2012	6,000.000	Atlas Air Worldwide	304,577.80	304,577.80	246,900.00
7/11/2012	2,000.000	Atlas Air Worldwide	88,101.00	88,101.00	82,300.00
7/11/2012	9,200.000	Baker Hughes Inc	362,120.16	362,120.16	508,392.00
4/23/2011	1,000.000	CVS Caremark Corp	36,155.00	36,155.00	71,570.00
11/23/2011	5,500.000	CVS Caremark Corp	206,806.00	206,806.00	393,635.00
11/23/2011	2,000.000	CVS Caremark Corp	75,206.00	75,206.00	143,140.00
7/24/2012	4,500.000	Cumins Inc	389,517.85	389,517.85	634,365.00
8/24/2012	7,000.000	Devon Energy Corp	426,253.80	426,253.80	433,090.00
4/23/2011	368.000	Diageo PLC Spon ADR New	29,208.00		
4/23/2011	2,260.000	Exxon Mobil	194,574.70	194,574.70	228,712.00
6/18/2012	1,740.000	Exxon Mobil	144,395.81	144,395.81	176,088.00
7/29/2013	2,700.000	Exxon Mobil		255,865.50	273,240.00
5/15/2012	3,500.000	FedEx	308,637.35	308,637.35	503,195.00
4/23/2011	8,000.000	Genl Dynamics Corp	578,940.00		
7/11/2013	17,700.000	General Motors Co		617,745.31	723,399.00
6/18/2012	8,500.000	GREIF Inc Cl A	352,335.00	352,335.00	445,400.00
7/20/2012	7,000.000	Illinois Tool Works	372,239.00	372,239.00	588,560.00
5/15/2012	11,000.000	Intel Corp	299,135.20	299,135.20	285,505.00
7/24/2012	4,000.000	Intel Corp	99,938.00	99,938.00	103,820.00
11/5/2012	6,000.000	Intel Corp	132,020.20	132,020.20	155,730.00
4/23/2011	8,600.000	JP Morgan Chase Co	383,474.00	383,474.00	502,928.00
7/29/2013	2,300.000	JP Morgan Chase Co		130,214.50	134,504.00
5/15/2012	8,000.000	Lear Corp	338,373.60	338,373.60	647,760.00
6/18/2012	22,000.000	Liberty Interactive Corp	313,801.68	313,801.68	645,700.00
9/6/2012	13,000.000	Microsoft corp	406,548.60	406,548.60	486,330.00
5/11/2012	11,500.000	Oracle Corp	319,225.85	319,225.85	439,990.00
7/30/2013	8,000.000	Oracle Corp		257,190.00	306,080.00
7/6/2012	4,500.000	Parker Hannfin Corp	340,559.55	340,559.55	578,880.00
5/29/2012	18,000.000	TD Ameritrade Hldg corp	308,685.60	308,685.60	551,520.00
8/21/2012	7,000.000	TD Ameritrade Hldg corp	118,776.00	118,776.00	214,480.00
4/23/2011	75.000	TE Connectivity Ltd	2,621.00	2,621.00	4,133.25
5/15/2012	9,925.000	TE Connectivity Ltd	335,965.22	335,965.22	546,966.75
5/29/2012	10,000.000	Texas Instruments	288,862.00	288,862.00	439,100.00
8/21/2012	4,000.000	Texas Instruments	118,431.20	118,431.20	175,640.00
7/20/2012	5,200.000	Toyota Motor Co	392,024.88		
	1,000.000	US Bancorp	29,080.00	29,080.00	40,400.00
4/23/2011	10,200.000	US Bancorp	256,148.00	256,148.00	412,080.00
Var	9,257.094	First Eagle Global A	442,859.38		
2011 Reinv	236.369	First Eagle Global A	10,516.06		
12/17/2012	420.238	First Eagle-div reinv 12/17/12	20,154.62		
6/18/2012	23,880.597	Oakmark Intl Fund Cl I	400,000.00	400,000.00	628,537.31
12/17/2012	520.353	Oakmark Intl Div reinv 12/17/12	10,495.52	10,495.52	13,695.69
12/23/2013	696.788	Oakmark Intl Div reinv 12/23/13		17,802.93	18,339.46
		Total	9,696,505.63	9,501,620.93	13,491,305.46